



New Calgary Barber plant

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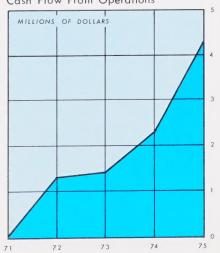
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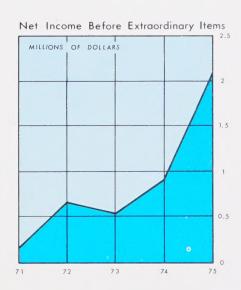
THE YEARS' HIGHLIGHTS

	1975	1974	% Change
Gross Revenue	\$33,147,459	\$23,437,731	+ 41
Cash Flow from Operations	\$ 4,351,555	\$ 2,316,411	+ 88
Per Share	85.9¢	45.7¢	
Income before Extraordinary Item	\$ 2,097,396	\$ 937,732	+124
Per Share	41.4¢	18.5¢	
Net Income	\$ 1,102,938	\$ 937,732	+ 18
Per Share	21.8¢	18.5¢	
Shareholders' Equity	\$12,847,472	\$11,744,534	+ 9
Per Share	\$2.54	\$2.32	
Capital Asset Expenditures:			
Oil and gas exploration and production			
— In Canada	\$ 1,173,861	\$ 2,030,448	
— Elsewhere	245,497	170,325	
Total	\$ 1,419,358	\$ 2,200,773	
Property, plant and equipment	\$ 4,507,882	\$ 778,895	
Mining exploration	\$ 204,962	\$ 850,793	
Employees at December 31st	922	773	
Total Wages, Salaries and			
Benefits Paid to Employees	\$10,014,305	\$ 8,492,974	
Net Reserves as at December 31, 1975:			

Petroleum (Proven)	925,000	Barrels
Natural gas (Proven)	4,900,000	MCF
Coal (Proven)	26,700,000	metric tons
(Probable)	34,800,000	metric tons
Gold (Proven and Reasonably Assured)	233,000	tons @ 0.33 oz/ton
(Reasonably Assured)	79,000	tons @ 0.31 oz/ton
(Probable)	89,000	tons @ 1.12 oz/ton

Cash Flow From Operations





DIRECTORS' REPORT

To the Shareholders:

1975 was another excellent growth year for the Company as reflected in the following statistics: gross revenue of \$33,147,000 was 41 percent higher than the \$23,438,000 recorded in 1974; cash flow from operations at \$4,352,000 or 85.9¢ per share was up 88 percent from \$2,317,000 or 45.7¢ per share last year; income before extraordinary item increased to \$2,097,000 or 41.4¢ per share, more than doubling the \$938,000 or 18.5¢ comparable result for 1974.

During 1975 the Company took several expansionary steps which will have a significant impact on the further growth of the Company in 1976 and beyond.

In chronological order these key events were:

- A major new fabricating facility was constructed by Barber Industries during the year and came on-stream in mid-December. This plant is primarily aimed at providing increased quantities of product for the rapidly expanding Alberta natural gas industry.
- At mid-year the Company acquired 100 percent of OMSCO Industries, Inc. of Houston, Texas. The initial financial effect of this important acquisition is reflected in the second half growth in earnings of the overall Company. Net income for Bralorne before extraordinary item in the second half of 1975 was \$1,351,000 or 26.7¢ per share as compared with \$746,000 or 14.7¢ per share in the first half of 1975 and \$388,000 or 7.6¢ per share in the comparable sixmonth period of 1974.
- At year end the Company completed an oil and gas joint venture agreement with Canadian Industries Limited of Montreal, one of Canada's largest chemical manufacturers. This agreement will have the effect of adding substantial strength to the Company's Canadian oil and gas exploration program over the next three years.

Each of the above steps and indeed the vast majority of activities of our operating groups continue to be aimed at increasing the Company's participation in the energy business in North America. This year completes the fourth year since the Company's corporate energy policy was introduced. At year end 1975 the Company is in a stronger than ever financial and personnel position with increasing capability to capitalize on the energy related opportunities available in both Canada and the United States.

While the growth record of the Company's oil service businesses in 1975 was most gratifying, our oil and gas and mining exploration programs did not come up to expectations this year and improvement in these areas is expected in 1976.

The Oil and Gas Division has been steadily improving its land position in Canada and it is hoped that the increased activity in the 1976-78 period attributable to the \$8,000,000 joint venture program with Canadian Industries Limited will lead to the development of significant gas reserves in Western Canada for Bralorne's account.

You will note that a \$994,000 net extraordinary writedown of the Company's investment in the Bralorne gold mine was made in this year's accounts. This was done after considerable thought and is intended to reflect conservatively the mine's prospects as they exist at this time without in any way discounting the possibility that the mine might eventually go back into production.

In last year's annual report we reported that the mine was economic at gold prices above \$175 per ounce and that onerous provincial taxes were the major stumbling block. With the election of a new British Columbia government in December, 1975, there is every indication that a more reasonable tax structure will soon be introduced. However, in the interim, the price of gold has fallen to the \$130-\$135 per ounce range and underground mining costs have continued to escalate rapidly. The mine will continue on a "care and maintenance" basis until such time as a clearer picture emerges as to the future for gold.

No development work was carried out on the Company's major coking coal holdings in Southwestern Alberta during 1975 due to an exploration moratorium introduced by the Alberta government in the spring of the year. Current indications are that the government policy and regulations will be introduced during the second quarter of 1976.

In the past year there have been improvements in the economic climate for independent oil and gas explorers such as Bralorne. This is particularly true in Canada where commitments have been made by the Federal government to allow domestic oil and equivalent gas prices to rise to international levels over the next three to five years. The initial reaction to these statements by the industry has been favorable and is resulting in substantial improvement in the volume of exploration in the current winter season, particularly in the Province of Alberta. Assuming that these price increases do occur and that the producers receive their fair share of the increased revenue, then the exploration effort in Canada should be stimulated further to the levels necessary to optimize reserve development.

In the United States the economics of oil exploration at equivalent risk are better than in Canada at this time due to wellhead price differential. However, gas economics are in the reverse situation with the possibility of the current spread in the net wellhead prices widening unless U.S. interstate gas prices are de-regulated. This, in our view, is a basic step to the development of the level of exploration programs required both in the Continental United States and offshore.

On October 14, 1975, the Canadian government introduced wage and price controls to Canada. These restrictions are aimed at reducing inflation by controlling employee compensation, prices, profit margins, and dividends in all Canadian companies employing more than 500 people. Bralorne is included in the list of designated companies.

Since the introduction of these controls, a tremendous amount of confusion has resulted because of the difficulties of interpretation and application of the regulations. We will be unable to comment intelligently on the impact of these controls for some time.

In the main, the immediate outlook for the Company is good. An acceleration in energy exploration in Western Canada in the current winter season is resulting in increased business for our Service Group. Assuming reasonable success is achieved in these exploration programs, increased business for our Equipment and Supply Group should follow in the medium-term. Our Houston-based subsidiary, OMSCO Industries, Inc., is on a sound business and financial footing, and we look forward to increased participation in the U.S. and international oil service business. Our Oil and Gas Division has been strengthened both personnel-wise and by a major joint venture, and we have high hopes for this Division in 1976.

Late in the year Mr. E. B. Leisenring, Jr., who has been a director of the Company since 1969, resigned from the Board due to pressure of other commitments. We wish to acknowledge his major contribution to the Company over this period. We would also wish to thank all employees of the Company for their contributions to this year's result and to assure the shareholders that we have a group of employees of which they can be justifiably proud.

On behalf of the Board,

Paul Porzelt

Chairman

F. W. Fitzpatrick President

March 24, 1976

ANNUAL REVIEW

OPERATIONS

Bralorne's image over the past few years has evolved from a gold producer operating in British Columbia to a company involved in many facets of the resource business throughout North America. Through its Equipment and Supply Group, Bralorne is a designer, manufacturer and distributor of various oilfield tools and components. Manufacturing plants are located in Edmonton and Calgary, Alberta and Houston, Texas, from which approximately 68 percent of its 1975 gross revenue was generated. Through its Service Group, the Company is one of Western Canada's largest industrial camp and caterers serving the oil and gas industry with facilities located in Edmonton, Alberta and Inuvik, Northwest Territories. This Group contributed 27 percent of the Company's gross revenue in 1975.

Significant investments have been made in oil and gas exploration and production with minimal effect on the 1975 income statements. These investments, which exceeded \$5,000,000 at year end 1975, are expected to have an increasing impact on the operational income of the Company in the future.

While the importance of the mining role within the Company continues to diminish with regard to current operations, there remain important coal and gold properties with significant growth potential.

Bralorne's revenue improvement in the recent past has come both from acquisitions and internal growth. This has been true since the Company commenced its new energy strategy in late 1971. Each of the businesses which now form a part of the overall corporation have shown consistent and profitable growth over the last five years. For example, in 1975 Bralorne's total revenue increased \$9,709,000 or 41 percent over the previous year. Of this total growth, \$5,563,000 resulted from an acquisition and the balance represented an average growth rate of approximately 20 percent on existing internal businesses. The Company has every expectation that this level of growth will be maintained. More details on the 1975 operations of each of the Company's Groups and Divisions follow.

BARBER (including ENOCO) 51% CROWN CATERERS 27%

EQUIPMENT AND SUPPLY GROUP:

Barber Industries Division

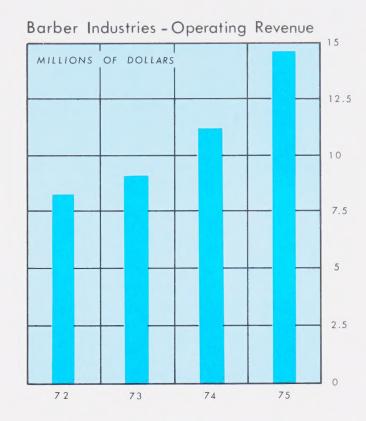
Operating revenue for the Barber Industries Division for the year under review amounted to \$14,689,000 compared to \$11,268,000 in 1974, an increase of 30 percent. While all product areas experienced growth, an increasing demand for fabricated steel items such as compressor packages, rig substructures, mud tanks, and lightpoles contributed most to this Division's performance.

Early in 1975, a decision was made to increase Barber's fabricated steel production capability, in response both to escalating current demand and also an excellent long-term outlook for these products, by the construction of a new plant. This \$1,800,000 plant, which was completed and in operation by year-end, is located on a 20-acre site in a new industrial park south of Calgary. The plant has an initial shop area of 37,000 square feet supported by an administration and engineering complex of 7,500 square feet.

This new plant will effectively double the fabrication capacity of the Calgary facilities. In the longer term, this new site has a capability of ultimately handling more than 250,000 square feet of manufacturing space, which will provide for phased expansion in the future. Barber now has approximately 150,000 square feet of manufacturing floor space in its Calgary and Edmonton plants. The immediate benefits of the new plant will be a totally autonomous compressor packaging and vessel fabrication complex under the same roof. This completely integrated operation will result in the output of natural gas compressor packages being upgraded from 40 units to 70 units per year.

The Polesystems section expanded its shop space into the area vacated by the compressor packaging and vessel fabricating section. This expansion will allow for greater production of its products, being lighting pole structures, sign bridges, stadium lighting and hi-mast lighting for highways.

The Mining Equipment section continued its growth during 1975. Its products include rotating deck bushings, drill steel and stabilizers for blast hole drilling rigs which along with various Barber products are now being marketed to the major export areas of the world.



OMSCO Industries, Inc.

This Houston-based oilfield equipment manufacturer was acquired by Bralorne in mid-1975 from the family that operated the business for more than 30 years. OMSCO will provide a base for Bralorne to expand its American and foreign involvement in the oil and gas industry both as a service and supply company and as a direct participant in exploration and development.

OMSCO sales for the six-month period ended December 31, 1975 were \$5,563,000. The bulk of these sales consisted of drill collars, rotary substitutes and Kellys. Other drill string equipment manufactured includes a variety of valves, protectors, gauges, unions and stabilizers. OMSCO markets its product primarily to drilling contractors for use on a worldwide basis.

The manufacturing plant is located on an 8-acre site in a well-serviced Houston industrial area. The plant buildings utilize 35,000 square feet and future expansion could easily be made on the existing acreage.

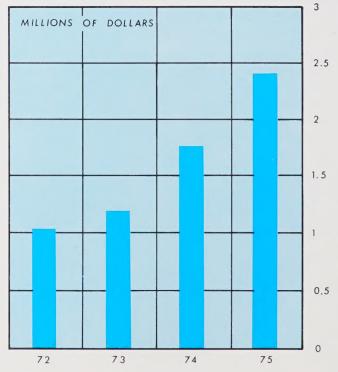
The pre-acquisition management team continues to run the operation. This group is headed by Kees Verheul, whose father founded the Company. Other key personnel have been with the firm for most of their careers and have expert knowledge in their respective areas.

OMSCO's performance has made and will continue to make a significant contribution to the Company.

Engineered Oil Controls Ltd.

Operating revenue for Engineered Oil Controls Ltd. (ENOCO) for 1975 amounted to \$2,398,000 compared to \$1,752,000 in 1974, an increase of 37 percent. ENOCO with representatives in both Edmonton and Calgary specializes in marketing, designing and servicing products for the oil, gas and petrochemical industries in Canada. Its major product line is wellhead equipment, the sale of which represents over 50 percent of ENOCO's total revenue. ENOCO also distributes various valves, pressure switches, control pilots and shutdown systems utilized by these industries. As indicated on the accompanying graph, ENOCO has experienced a steady growth pattern over the past number of years. Continuing growth is anticipated.

Engineering Oil Controls Ltd. - Operating Revenue



SERVICE GROUP:

Crown Caterers Division

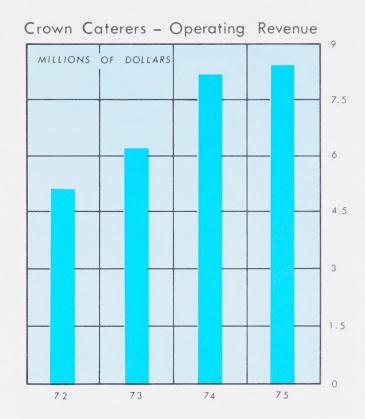
Crown Caterers is one of the largest industrial caterers serving the resource industries in Canada. Its prime sphere of operation is the feeding and housing of personnel involved in oil and gas exploration throughout Western and Northern Canada. Crown Caterers continued to be a significant contributor to Bralorne's financial results during 1975 with its operating revenue increasing from \$8,054,000 in 1974 to \$8,670,000 in 1975. Despite the decline in the pace of oil and gas exploration, this Division did more than maintain its sales revenue over the previous year. It is now apparent that the tempo of the oil and gas exploration in Canada is increasing with a large number of oil companies announcing increased exploration budgets for 1976, resulting in a virtual capacity utilization of all land drilling rigs in Canada. The Company therefore anticipates continued growth for this Division.

Crown Caterers Inc.

The U.S. operating arm of Crown Caterers, Crown Caterers Inc. (previously known as Anchor Services, Inc.), has not experienced the growth originally anticipated. This situation is primarily due to the fact that the U.S. oil and gas industry traditionally has not made use of camps located at remote drillsites. In addition, drilling activity has generally declined in the Rocky Mountain states. A decision with respect to the future of this subsidiary will be made following the completion of the current winter drilling season.

Camp Provisioners

One of the most significant developments of the Service Group during 1975 was the acquisition of a meat packing plant located in Edmonton, Alberta. This acquisition resulted in the formation of a new division operating under the name of Camp Provisioners. This Division supplies Crown Caterers with precut and processed meats along with all frozen products. It also provides a grocery and meat wholesale outlet specializing in sales to various drilling, seismograph and mining contractors who provide their own catering. Camp Provisioners has already realized a significant growth in sales primarily due to the more efficient packaging and expediting of its products resulting from the expertise provided by Crown Caterers. Camp Provisioners has also begun to supply its frozen products to hotels, hospitals, restaurants and other institutions which has had a positive effect on its performance. As a matter of interest, this Division has cut and processed over 450,000 pounds of meat since its inception in July of 1975.



OIL AND GAS DIVISION:

Bralorne has finalized an arrangement with Canadian Industries Limited whereby a joint venture has been established between the two companies with Bralorne acting as managing operator. In excess of \$8,000,000 will be expended in the exploration and development of oil and natural gas within Canada under the terms of this joint venture which will run for a term of three years. Particular emphasis will be placed upon the search for natural gas within the Province of Alberta. As a result of this arrangement, Bralorne's oil and gas exploration exposure will be more than doubled. In addition, Bralorne will benefit from a management fee it will charge CIL as well as from a carried working interest position.

The following is a brief summary of the activities of the Oil and Gas Division during 1975:

Domestic:

Alberta

A commercial discovery of natural gas in the Lower Cretaceous Blairmore formation was made by Bralorne and its partners at **Buffalo Lake**, Alberta. Two gas wells were drilled on a total acreage spread of 11,000 acres, and with proven gas reserves in a 1962 abandoned well, an area of four sections is indicated to be productive. Further development drilling will be undertaken in 1976 to delineate the size of the gas accumulation, with a view to commencement of production at the earliest possible date.

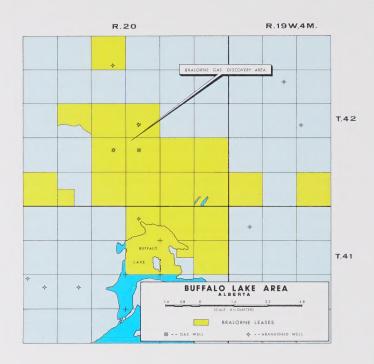
Bralorne and its partners also discovered natural gas at **Taber** in Southeastern Alberta in the Upper Cretaceous Second White Specks formation. Natural gas transmission lines in the immediate area afford a market outlet in the near future. Further development drilling will take place in 1976 to aid in delineating the gas accumulation. A total of 7,200 acres are owned on the prospect.

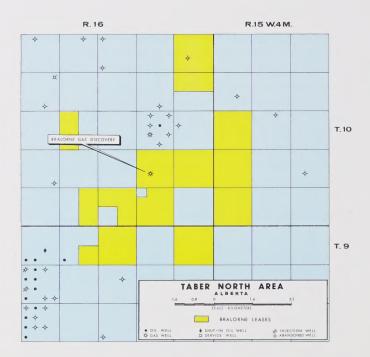
Saskatchewan

No exploratory drilling was carried out in Saskatchewan during 1975 as the Company did not consider expenditures warranted in this Province due to the existing economic and political climate.

Texas Gulf

Bralorne and partners' exploratory efforts in the offshore Texas Gulf Coast resulted in a natural gas discovery on Block A-532 and two successful development wells were subsequently drilled on the same Block. An 8-slot produc-





tion platform has been ordered for delivery in 1976 and development wells will be drilled from this structure. Lease holdings remain static at 80,671 acres, of which Bralorne's interest is 1 percent. Four wildcat wells on prospective structures are planned for 1976.

North Dakota

A number of attractive geological prospects were developed in North Dakota during the year followed up

by the acquisition of necessary land coverage. A total of three wells were drilled, all of which proved unproductive, but which did delineate further geological targets. Attempts will be made to further test these prospects in the near future by third-party joint venture.

International:

Drilling activity continues near Bralorne's acreage in the onshore **United Kingdom**. A major international company is drilling to 16,000 feet eight miles west of the Company's **Swindon** holdings. A second exploratory well was drilled some thirty miles northwest of this same acreage and a third well will be drilled within five miles of Bralorne's **Reading** acreage all by the same major company. No information on these wildcats is available to industry. During 1976 Bralorne and its partners are committed to drill a wildcat to 3,500 feet on the Swindon Block to test a prospective geological and geophysical structure. Bralorne's net acreage position in the United Kingdom is 525,088 acres.

No wells were drilled in the **Celtic Sea** during 1975, but rumors of wells immediately west and north of Bralorne's Production Licence continue to circulate. New geophysical information covering this Block and the offsetting Block to the west is currently being evaluated. Expectations are that drilling will take place in the immediate area within the next year. Bralorne holds 16-1/3 percent interest in the 64,181 acre Block.

Bralorne and its partners, after reviewing available technical data on the **Netherlands North Sea** Prospecting Licence, have decided to farmout an interest for a well to be drilled by a third party. Discussions are continuing with this in mind and some interest has been shown in this Block by the industry. Bralorne holds a 15 percent interest in 52,386 acres.

Production:

During the year, the Company and its subsidiary participated in the drilling of a total of 20 wells, of which six encountered gas bearing reservoirs, one encountered an oil bearing reservoir and thirteen were dry and abandoned.

The Company's crude oil reserves remained essentially unchanged at 925,000 barrels. The Company's share of proven gas reserves increased to 4,900,000 MCF (thousands of standard cubic feet). The Company's oil production averaged 230 barrels per day at year's end. Further development drilling is required in order to develop and delineate the gas reserves discovered to date and, as a result, none of the gas discovered in 1975 will be placed on production during 1976.

ACREAGE HOLDINGS

	LEASES		LICENCES/	OPTIONS
Area	Gross	Net	Gross	Net
Alberta	64,832	26,465	47,094	10,729
Saskatchewan	42,709	41,584	48,160	24,080
North Dakota Offshore Gulf	7,861	5,144		
Coast, TexasOnshore United	80,671	807		
Kingdom		_	621,758	525,088
Sea Netherlands North	_		64,181	10,487
Sea			52,386	7,858
	196,073	74,000	833,579	578,242

GLOSSARY

Barrel of oil -

the standard measure of crude oil volume being 35 Imperial gallons or 42 U.S. gallons.

Blast hole drilling rig -

a drilling machine used for the purpose of drilling holes in an ore body for the purpose of blasting down the ore into quantities which can be handled by a mechanical means.

Commercial discovery —

a test well from which petroleum substances may be produced in sufficient quantities to justify completing the test well for the taking of production.

Development drilling -

additional wells drilled following a discovery for the purpose of delineating the areal extent of the new field or pool.

Dry and abandoned —

a drilled well which has no economic value.

Exploratory drilling (or wildcat) —

drilling for oil or gas in an area or at a subsurface depth previously unexplored.

Farmout -

an agreement whereby a company earns an interest in mineral rights held by another company by the carrying out of certain exploration work usually involving a test well.

Geological and geophysical structure -

a fold, fault or other de-formation of the earth's crust.

Interstate gas —

the transmission of natural gas across State Borders.

Lease (acreage, Production Licence, Prospecting Licence) — mineral rights granted covering specific geographic areas by owner for the exploration and production of petroleum and

natural gas, or other minerals.

MCF.

a volumetric measure containing one thousand cubic feet of natural gas.

Production platform -

an offshore steel platform from which development drilling and production operations are conducted.

Wellhead price -

the price paid to the producer by the buyer of crude oil or natural gas exclusive of all transportation charges.

MINING DIVISION:

Coal - Savanna Creek, Alberta

Bralorne has retained its 73.75 percent interest in the 8,320 acres of coal leases located in the Savanna Creek area of Southwestern Alberta. The Alberta government has placed a moratorium on coal exploration and development in the Eastern Slopes of the Rockies and, as a result, the Company was not able to carry out further work during 1975. It is anticipated that this restriction will be lifted and new regulations promulgated within the near future. If the new regulations are favorable, it would be the Company's strategy to arrange for the required additional exploration to bring the property to a production decision as quickly as possible. It is anticipated that this additional work will be met by a third party under the terms of a joint venture farmout arrangement.

Your management believes that this property has great economic potential. It represents one of the Company's major assets that could contribute significantly toward future growth. Gross reserves on the South Block alone are estimated to be 36,300,000 metric tons of metallurgical coal and exploration efforts on the North Block have indicated that this Block contains a continuity of coal seams with potential gross reserves of 47,200,000 metric tons of metallurgical coal.

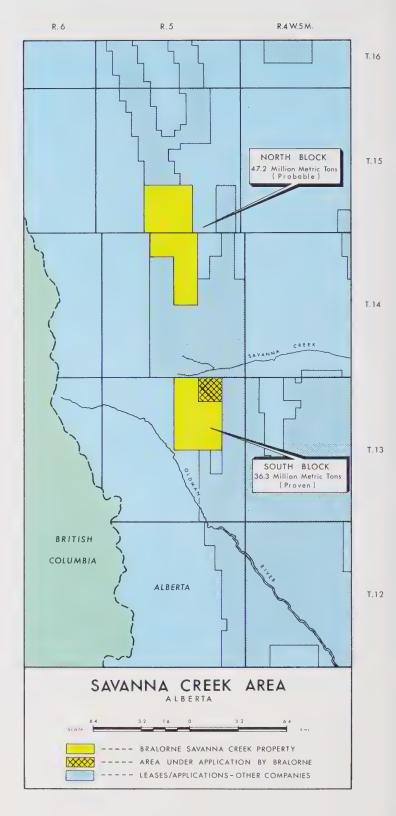
Gold - Bralorne, British Columbia

In the last annual report it was stated that the Bralorne gold mine was not going into production due to unfavorable tax structure in the Province of British Columbia. At that time gold had a market value in excess of \$175 an ounce. Tax relief is now anticipated, however, the price of gold has declined to approximately \$130 an ounce while mining costs have continued to escalate rapidly. The mine will continue therefore on a "care and maintenance" basis until such time as a clearer picture emerges for the future of gold.

In the Company's opinion, the property has potential value as it contains approximately 233,000 tons of proven and reasonably assured reserves of ore grading 0.33 ounce per ton, 79,000 tons of reasonably assured reserves grading 0.31 ounce per ton, and 89,000 tons of probable reserves grading 1.12 ounces per ton. An improvement in the price of gold could once more make this property an economically viable venture and, as a result, the overall situation is being given continued consideration.

Iron - Kowkash, Ontario

The Company continues to hold its iron ore property located in the Kowkash area of Northwestern Ontario. These properties have been assigned to The Algoma Steel



Corporation. Algoma pays a mandatory advance annual royalty of \$200,000 until 1985 or until the property is placed on production, at which time a sliding scale royalty based on tonnage produced will come into effect. Algoma has no production plans for the immediate future.

ANNUAL REVIEW

FINANCIAL

Income:

Bralorne's 1975 financial results indicate continued progress for the Company as substantial increases were recorded in gross revenue, cash flow from operations and net income before extraordinary item. Gross revenue increased 41% to \$33,147,459 while cash flow from operations increased 88% to \$4,351,555 and income before extraordinary item was \$2,097,396 (41.4¢ per share) compared to \$937,732 (18.5¢ per share) in 1974. These new income levels are primarily attributable to the operating results of OMSCO Industries, Inc. (acquired July 1, 1975) and the markedly increased output of the Barber Industries Division for the year.

The Company's net income, after the extraordinary writedown of the Bralorne gold mine investment was \$1,102,938, an 18% increase over 1974.

During 1975, the Company started to deplete its oil and gas interests as explained in Note 1 to the financial statements. The 1975 current income taxes relate primarily to the U.S. operations. Management anticipates current taxes will also be payable on a portion of the Canadian operating income for 1976.

Changes in Financial Position:

The most significant financial transactions during fiscal 1975 related to the acquisition of the assets of Oilfield Machine and Supply Co. Inc. (OMSCO) and the shares of a related company, Oilfield Spiralers, Inc. This acquisition should be a significant contributor to the future profitability of the Company as well as providing a cash flow base to expand the Company's operations in the U.S. The total purchase price for the property, plant, equipment and net working capital was U.S. \$5,000,000 with U.S. \$1,250,000 deferred and subject to upward adjustment as explained in Note 7 to the financial statements. No goodwill resulted from this transaction.

1975 capital asset expenditures totalled \$6,132,202 an increase of \$2,301,741 summarized as follows:

	1975	1974
Oil & Gas		
Land acquisition	\$. 243,451	746,544
Exploration	1,175,907	482,647
Development		502,290
producing properties		469,292
	1,419,358	2,200,773
Property, Plant & Equipment Capital assets of		
OMSCO Industries, Inc Barber steel	2,126,297	
fabricating plant Other property,	1,332,970	62,001
plant & equipment	1,048,615	716,894
	4,507,882	778,895
Mining Exploration	204,962	850,793
	\$6,132,202	3,830,461

Approximately one-third of the Company's cash flow from operations was invested in oil and gas exploration and land acquisition, with the balance utilized as increased working capital. Bank loans were used to finance the OMSCO acquisition and a material portion of the new Barber plant.

As a result of the decrease in exploration activity in Northeastern British Columbia during 1975, the assets of Bruce Rome Construction were sold at auction. The net book value of the assets approximated the proceeds, therefore no material gain or loss on disposal resulted.

The substantial increases in the accounts receivable and inventory captions on the balance sheet primarily relate to OMSCO Industries, Inc. The increase in goodwill recorded during 1975 relates to the additional payment due the previous shareholders of Barber Machinery Co. Limited and Engineered Oil Controls Ltd. The portion of the original purchase consideration of these companies, deferred until 1977, was subject to upward adjustment based on the companies' earnings during 1975 and 1976 and the original agreement was subsequently amended to base the upward adjustment on 1974 and 1975 earnings.

Bank financing continued to be the major source of debt funds for the Company during 1975. A U.S. \$3,500,000 seven-year term bank loan was made to assist with the OMSCO acquisition and \$750,000 was drawn-down under the \$1,000,000 bank line of credit negotiated to provide financing for Barber's new plant. During the year discussions were held with certain underwriters and long-term lenders to determine the feasibility of placing a long-term debt issue to fund the existing term indebtedness. At this time the alternatives are being carefully considered.

CONSOLIDATED BALANCE SHEET

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	1975	1974
Current assets:		
Cash	\$ 1,160,984	75,542
Accounts receivable Inventories of raw materials and supplies, at	7,739,724	4,914,794
lower of cost or net realizable value	6.595,649	3,532,619
Prepaid expenses and other assets	223,291	174,671
	15,719,648	8,697,626
Long-term receivables	826,286	1,036,775
Capital assets:		
Property, plant and equipment, at cost	10,996,792	8,233,313
Less accumulated depreciation	(2,619,722)	(2,720,275)
Oil and gas interests, at cost	5,445,321	4,025,963
Less accumulated depreciation and depletion	(386,659)	(10,034)
Mining interests, at cost less amounts written off	1,280,534	2,954,051
	14,716,266	12,483,018
Goodwill, at cost	2,294,485	1,069,216
	\$33,556,685	23,286,635

Signed by the Board

Paul Porzelt, Director

F. W. Fitzpatrick, Director

See accompanying notes.

LIABILITIES

	December 31	
	1975	1974
Current liabilities:		
Bank loan	\$ 2,900,000	700,000
Accounts payable and accrued liabilities	4,180,389	3,745,819
Income taxes payable	591,238	42,080
Current portion of long-term debt	2,066,991	618,292
	9,738,618	5,106,191
Long-term debt	9,498,352	5,363,392
Deferred income taxes	1,412,243	1,072,518
SHAREHOLDERS' EQUITY Capital stock:		
Authorized —		
10,000,000 shares of no par value		
Issued —		
5,066,710 shares	6,369,078	6,369,078
Retained income	6,478,394	5,375,456
	12,847,472	11,744,534
Contingent liabilities		
	\$33,556,685	23,286,635

AUDITORS' REPORT

To the Shareholders of Bralorne Resources Limited:

We have examined the consolidated balance sheet of Bralorne Resources Limited as at December 31, 1975 and the consolidated statements of income and retained income and changes in financial position for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these consolidated financial statements present fairly the financial position of the Company and its subsidiaries as at December 31, 1975 and the results of their operations and the changes in their financial position for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

In accordance with Section 212 of the British Columbia Companies Act we report that, in our opinion, no provision for minority interests is required.

Calgary, Alberta February 27, 1976 Price Waterhouse & Co. Chartered Accountants

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

	Year Ended December 31	
	1975	1974
Sources of working capital:		
From operations —		
Net income before extraordinary item	\$ 2,097,396	937,732
Depreciation and depletion	940,013	506,415
Deferred income taxes	1,246,856	952,656
Other — net.	67,290	(80,392)
Cash flow from operations	4,351,555	2,316,411
Proceeds from disposals —		
Property, plant and equipment	1,043,438	338,392
Mining interests	6,624	13,627
Decrease in long-term receivable	210,489	183,166
Long-term debt	6,061,029	272,000
	11,673,135	3,123,596
Uses of working capital:		
Property, plant and equipment	4,507,882	778,895
Oil and gas interests	1,419,358	2,200,773
Mining interests	204,962	850,793
Reduction in long-term debt	1,926,069	550,292
Increase in goodwill	1,225,269	53,203
	9,283,540	4,433,956
Increase (decrease) in working capital	2,389,595	(1,310,360)
Working capital, beginning of year	3,591,435	4,901,795
Working capital, end of year	\$ 5,981,030	3,591,435

See accompanying notes.

CONSOLIDATED STATEMENT OF INCOME AND RETAINED INCOME

	Year Ended December 31	
	1975	1974
Gross revenue	\$33,147,459	23,437,731
Expenses:		
Cost of sales and services	23,723,342	17,407,586
Selling, general and administrative	3,824,935	3,056,844
Interest on long-term debt	589,497	476,213
Other interest	118,903	47,095
Depreciation	599,388	506,415
Depletion	140.625	_
Mining exploration	47,072	3,083
	29,243,762	21,497,236
Income before income taxes and extraordinary item	3,903,697	1,940,495
Income taxes:		
Current	559,445	50,107
Deferred	7. 2.46.35.6	952,656
	1,806,301	1,002,763
Income before extraordinary item	2,097,396	937,732
Write-down of investment in Bralorne Gold Mine,		
net of deferred income taxes of \$847,131	994,458	
Net income	102.038	937,732
Retained income, beginning of year	5,375,456	4,437,724
Retained income, end of year	\$ 6,478,394	5,375,456
Earnings per share:		
Income before extraordinary item	41.00	18.5¢
Extraordinary item	19.68	
Net income	21.00	18.5¢

NOTES TO 1975 CONSOLIDATED FINANCIAL STATEMENTS

1. Accounting policies:

(a) Principles of consolidation —

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Engineered Oil Controls Ltd., Bralorne International Inc., OMSCO Industries, Inc., Oilfield Spiralers, Inc., Crown Caterers Inc., Bralorne Exploration (U.K.) Limited and Bralorne Exploration (Ireland) Limited.

As of July 1, 1975 the assets of Oilfield Machine and Supply Co. and the shares of Oilfield Spiralers, Inc. were acquired and the former placed in a newly-created subsidiary company, OMSCO Industries, Inc. The purchase consideration amounting to U.S. \$5,000,000 of which U.S. \$3,750,000 was paid on closing and the balance of U.S. \$1,250,000 is payable on July 1, 1980, is subject to upward adjustment based on future earnings, as referred to in Note 7. The assets acquired are summarized hereunder:

Property, plant and equipment	U.S. \$2,258,866
Working capital	2,641,134
Shares of Oilfield Spiralers, Inc.	100,000
	116 65 000 000
	U.S. \$5,000,000

(b) Oil and gas interests -

Prior to 1975 oil and gas operations were considered to be in the exploration and preproduction stage and all acquisition, exploration and related costs incurred to December 31, 1974 (less net revenues) were capitalized as part of the carrying value of oil and gas interests. Effective January 1, 1975 the companies adopted the full cost method of accounting for oil and gas properties whereby all costs relating to the exploration for and development of petroleum and natural gas reserves are capitalized. Such costs include lease acquisition costs, geological and geophysical expense, carrying charges on non-producing properties, costs of drilling both productive and non-productive wells and overhead related to exploration activities. Separate cost centres have been established for (i) Canada and Continental U.S., (ii) offshore Gulf Coast, and (iii) each of the other areas in which the Company is conducting operations.

The costs incurred in Canada and Continental U.S. are depleted by the unit of production method based on estimated proven oil and gas reserves. The expenditures accumulated in the other cost centres will be depleted by the unit of production basis should the exploration activity in the area prove successful. If exploration activity in an area proves unsuccessful, the costs incurred in that area will be charged to income.

Mining interests —

Exploration expenditures on mining properties continuing under examination are deferred and will be amortized against production revenue from the relevant properties or written off upon cessation of interest therein.

(d) Property, plant and equipment —

Property, plant and equipment are carried at cost, and are being depreciated on a straight-line basis over the estimated useful life of the assets. Expenditures for repairs and maintenance are charged to operating expenses. Betterments and major renewals are capitalized. Gains or losses on retirement or disposal of plant and equipment are recognized in income.

(e) Goodwill -

In the opinion of management there is no indication of a reduction in the value of Goodwill and accordingly, it is not being amortized.

(f) Income taxes —

The companies follow the tax allocation method of accounting.

(g) Foreign currency translation —

Foreign currency balances included in the consolidated financial statements have been expressed in Canadian dollars on the following basis:

Current assets and liabilities — at the rate of exchange at the year-end.

Other assets and liabilities — at historical rates of exchange.

Income and expenses — at monthly rates of exchange except provisions for depreciation and amortization which are translated on the same basis as the related assets.

2. Extraordinary item:

The decline in the market price of gold and continued escalating costs now preclude an early production decision at the Bralorne gold mine. Accordingly, the Company considers it is appropriate to write-down this investment to its estimated salvage value of \$150,000.

3. Long-term debt:

	1975	1974
Bralorne Resources Limited:		
9-1/4% bank loan utilized by way of Bankers'		
Acceptances subject to quarterly reductions		
of \$200,000 commencing January, 1976 with		
final balance due April, 1978	\$ 2,000,000	3,000,000
Bank loan bearing interest at 2% above the		
Euro-\$ London inter-bank rate, repayable in		
quarterly instalments of U.S. \$50,000		
commencing January, 1976 with final balance	E(0.400	
due October, 1980 (U.S. \$750,000)	763,100	_
Deferred purchase consideration on acquisition		
of subsidiaries (non-interest bearing) —		
Barber Machinery Co. Limited and Engineered Oil Controls Ltd. due 1977	2,051,371	875,000
Eagle Industries Limited —	2,031,371	6/3,000
Due 1976	388,500	388,500
Due 1977	949,350	949,350
Other secured long-term debt	700,822	768,834
Bralorne International Inc.:	,	, 55,42
Bank loan bearing interest at 2-1/2% above the		
Euro-\$ London inter-bank rate, repayable in		
equal quarterly instalments of U.S. \$125,000		
commencing January, 1976 with final balance		
due October, 1982 (U.S. \$3,500,000)	3,605,000	
Note payable maturing July 1, 1980 (principal		
amount of U.S. \$1,250,000 less imputed interest		
of \$180,300 at 9%)	1,107,200	
	11,565,343	5,981,684
Less current portion	2,066,991	618,292
	\$ 9,498,352	5,363,392

The aggregate maturities of long-term debt in each of the four years subsequent to December 31, 1976 are as follows:

1977 - \$4,659,317, 1978 - \$1,363,481, 1979 - \$799,212, 1980 - \$1,646,342

As security for the bank loans, the Company has issued a demand debenture of \$11,000,000 providing a first fixed charge over assets of the companies, subject to certain prior charges, a general assignment of book debts and a floating charge over all other assets. The debenture contains certain covenants requiring the written consent of the bank for the payment of dividends and the purchase of fixed assets or securities in excess of \$1,000,000.

4. Incentive share subscription plan:

During 1973 the Company adopted an incentive share subscription plan. On behalf of participants in the plan, the trustee purchased 215,000 treasury shares for a total consideration of \$438,650. The shares are held by the trustee as security for promissory notes from the various participants, repayable in five equal annual instalments commencing six years after the date of issue, without interest. In the event of default the trustee may sell the pledged shares remaining and apply the proceeds to the indebtedness but the participant will not be liable for any unpaid balance. Funds for the purchase were advanced to the trustee by the Company and the amount is included in long-term receivables.

5. Sales of products and services:

The metal fabricating and repair division accounted for 68% of sales in 1975 and 57% in 1974. The industrial camp and catering division accounted for 27% of sales in 1975 and 35% of sales in 1974.

6. Remuneration of directors and senior officers:

The aggregate direct remuneration paid by the Company to directors and senior officers for the year ended December 31, 1975 was \$413,728 (1974 - \$301,907).

7. Contingent liabilities:

On acquisition of Eagle Industries Limited during 1971 certain shareholders of Eagle, who constituted key management of the Eagle group, entered into employment contracts with Bralorne for a period of five years from January 1, 1972. In addition to remuneration at normal rates during this period, these shareholders will be entitled to receive payment, by February 28, 1977, of an amount calculated as 1.17 times the amount by which the average consolidated earnings before interest expense and income tax of Eagle for the years 1975 and 1976 exceeds similar consolidated earnings for the year ended October 31, 1970. Based on the earnings of the Eagle group for 1975 the additional remuneration would amount to approximately \$400,000.

The acquisition cost of assets acquired from Oilfield Machine and Supply Co. described in Note 1 is subject to an upward adjustment, payable on October 1, 1980, to the extent that .815 times the amount by which the average of the aggregate of the before-tax earnings of OMSCO Industries, Inc. and Oilfield Spiralers, Inc. in the fourth and fifth years subsequent to July 1, 1975 exceeds a stated amount.

8. Anti-inflation:

The Company and its Canadian subsidiary companies are subject to controls on prices, profits, compensation and dividends instituted by the Federal Government in the Anti-Inflation Act effective October 14, 1975. At this time there are a number of general uncertainties concerning implementation of the program so that the impact on the Company's future operations cannot be accurately determined. The Company is using its best efforts to comply with the guidelines since their announcement.

GENERAL REVIEW

This portion of the report is designed to give you the reader a better grasp of the various activities of your Company and hopefully will provide an insight into the scope and magnitude of the overall operations.

PERSONNEL

It is the Company's opinion that one of its major and most important assets is its people. The Bralorne organization employs during peak periods in excess of 1,000 persons, all of whom play an important role in the success and growth of the Company. For the benefit of our shareholders, customers and suppliers, we set out below the names and positions of some of our key operating personnel.

OPERATIONS

EQUIPMENT AND SUPPLY GROUP:

P. Stuart Grant, Vice President, Calgary

Barber Industries Division

John Johnson

General Manager, Edmonton

Ed Brennan

Manager Operations, Calgary

Tom Donnelly

Director of Sales, Calgary

Elmer Seidel

Manager of White Superior Division, Calgary

Archie Campbell

Comptroller, Calgary

OMSCO Industries, Inc.

Kees M. Verheul

President and General Manager, Houston

Dave Ogden

Secretary Treasurer, Houston

Richard Tetens

Plant Superintendent, Houston

Jim Watson

Sales Manager, Houston

Engineered Oil Controls Ltd.

Jim Ellett

General Manager, Edmonton

Gail Irving

Manager, Calgary

Bralorne International Inc.

Jack Matthews

Vice President, Houston

SERVICE GROUP:

Donald H. Claughton, Vice President, Calgary

Crown Caterers Division

Wes Spencer

General Manager, Edmonton

Al Holden

Operations Manager, Edmonton

Len Galenza

Office Manager, Edmonton

Rick Smith

Personnel Manager, Edmonton

Martin Vandergouwe

Purchasing Manager, Edmonton

Al Van Ee

Operations Manager, Inuvik

Camp Provisioners

Pete Turner

Operations Manager, Edmonton

Crown Caterers Inc.

Mel Piscia

Operations Manager, Casper, Wyoming

OIL AND GAS DIVISION:

Harry C. Lowther,

Vice President and General Manager, Calgary

Norm Paarup

Exploration Manager, Calgary

Bill Scott

Production Manager, Calgary

Larry Krause

Chief Landman, Calgary

Grant Erickson

Chief Geologist, Calgary

EQUIPMENT AND SUPPLY GROUP:

Barber Industries

Barber Industries, with facilities located in both Edmonton and Calgary and thus in the heart of the Canadian energy centre of Alberta, is a designer, manufacturer and supplier of service and equipment to the oil, gas and mining industries.

Among the products produced by the Barber Industries Division for the oil, gas and mining industries are:

- A gas compressor package which is assembled and serviced under a licencing agreement with The White Motor Company of Springfield, Ohio
- A core drilling rig designed to be transported by DeHavilland Twin Otter aircraft
- Steel and aluminum fabrication
- Tubular goods services
- Hard chrome plating
- Hydraulic jars
- Precision machining
- Pressure controls and safety devices
- Aircraft equipment

In addition to the natural resources related products, Barber Industries' Polesystem Section is experiencing rapid growth in the production of its lighting pole structures, sign bridges, stadium lighting, and hi-mast lighting for highways.

The Division markets its products primarily within Canada and is in the process of developing a larger share of the international market, with particular emphasis being placed on the United States.







- 1 Shop interior
- 2 Drilling rig fabrication
- 3 Compressor packaging

Edmonton operations:

4 to 7 — Hydraulic jar manufacturing

8 to 12 — Hard chrome plating

13 — Bulk cement units manufactured from aluminum for transportation by Hercules aircraft





















OMSCO Industries, Inc.

OMSCO Industries, Inc. (OMSCO) is located in Houston, Texas and is the newest member of the Equipment and Supply Group of Bralorne. Its products, which are offered exclusively to the oil industry, include:

- Drill collars
- Kellys
- Threaded substitutes
- Kelly valves
- Wire line valves































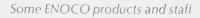


Engineered Oil Controls Ltd.

Engineered Oil Controls Ltd. (ENOCO) with representatives in both Edmonton and Calgary specializes in designing, marketing and servicing products for the oil, gas and petrochemical industries.

Its product line includes:

- Barber-Gray wellhead equipment
- High quality valves
- Pressure switches
- Control pilots and shutdown systems



SERVICE GROUP:

Crown Caterers

Crown Caterers, with warehouse and processing facilities located in both Edmonton, Alberta, and Inuvik, Northwest Territories is now in its tenth year of operation. Its prime function is the feeding and housing of oil and gas exploration crews working in remote areas of Western and Northern Canada.

Logistic problems in the North have for the most part been overcome by Crown Caterers who are expert in the packaging and handling of material and who have developed an efficient technique in meeting the requirements of operating up to 127 separate isolated camps. Housing facilities consisting of separate sleeper units, recreational units and dining units are made mobile by either surface vehicle, barge, helicopter or Hercules aircraft and are thus transportable to remote locations.

Camp Provisioners

Camp Provisioners represents the most recent acquisition made by the Service Group. Its prime function is to supply Crown Caterers with precut and processed meat and all frozen products for use in its camps. Camp Provisioners also provides grocery and meat products to drilling, seismograph and mining contractors who do their own catering. Camp Provisioners has realized a significant growth in sales since the date of acquisition, as it is now supplying meat and frozen products to hospitals, hotels, restaurants and other institutions.









Activities of Crown Caterers and Camp Provisioners





















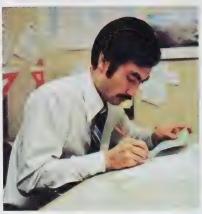




OIL AND GAS DIVISION:

Bralorne's oil and gas exploration effort is gathering momentum particularly in view of the Bralorne/CIL joint venture program. Maximum effort is being concentrated upon the search for natural gas within the Province of Alberta although other areas of North America are receiving attention. The Oil and Gas Division's exploration and production staff consists of a competent and experienced team operating out of the Calgary office.





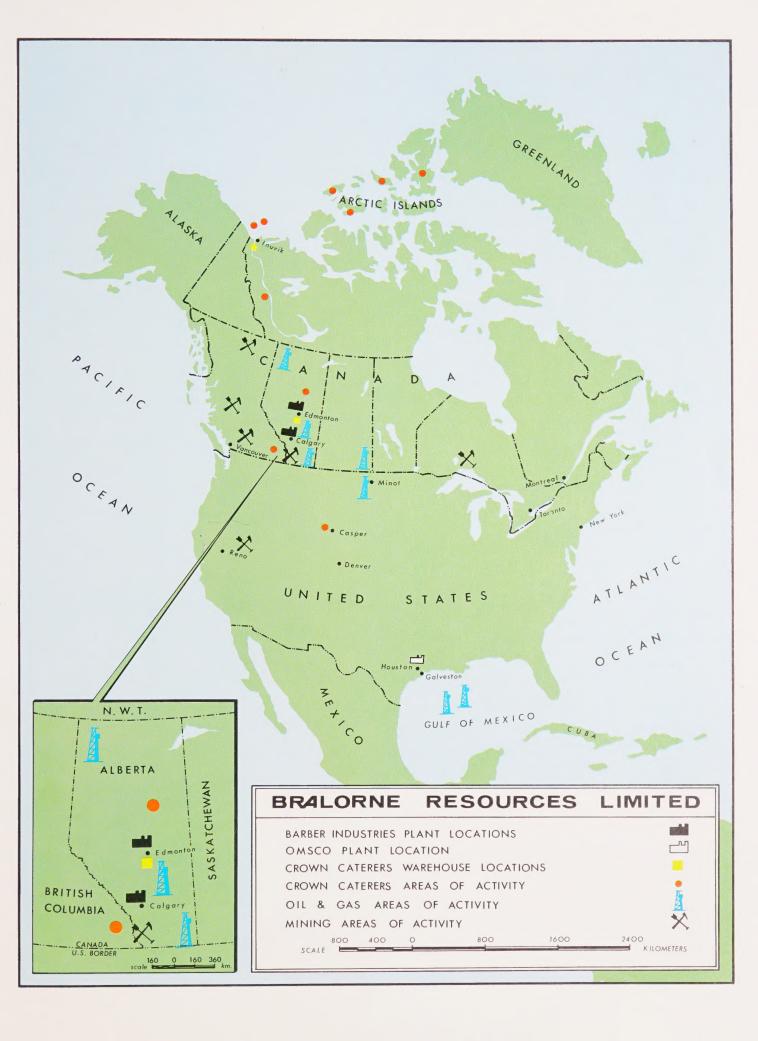












DIRECTORS

Arthur F. Armstrong, Vancouver, British Columbia Chairman of the Board, Scott Paper Limited

*Douglas A. Berlis, Q.C., Toronto, Ontario Senior Partner, Aird, Zimmerman & Berlis

*F. William Fitzpatrick, Calgary, Alberta President, Bralorne Resources Limited

P. Stuart Grant, Calgary, Alberta Vice President, Bralorne Resources Limited

Pemberton Hutchinson, Philadelphia, Pennsylvania President, General Coal Company

*John L. Kemmerer, Jr., New York, New York President, The Kemmerer Corporation

Clifford S. Malone, Montreal, Quebec President, Canron Limited

*Paul Porzelt, New York, New York Chairman of the Board, Bralorne Resources Limited

OFFICERS

Paul Porzelt, Chairman of the Board

F. William Fitzpatrick, President and Chief Executive Officer

Douglas A. Berlis, Q.C., Vice President

F. Merritt Chisholm, Vice President, Corporate Development

Donald H. Claughton, Group Vice President, Service

P. Stuart Grant, P. Eng., Group Vice President, Equipment and Supply

William F. Limin, C.A., Vice President, Finance and Treasurer

Harry C. Lowther, P. Geol., Vice President & General Manager, Oil and Gas Division

Peter G. Wiseman, Secretary

EXECUTIVE OFFICE

2910 Bow Valley Square 2 205 - 5th Avenue S.W., Box 9060 Calgary, Alberta T2P 2W4

REGISTERED AND RECORDS OFFICE

16th Floor, 409 Granville Street Vancouver, B.C. V6C 1V1

AUDITORS

Price Waterhouse & Co. Calgary, Alberta

BANKERS

The Bank of Nova Scotia Calgary, Alberta

SUBSIDIARY COMPANIES

Bralorne Exploration (U.K.) Limited Bralorne Exploration (Ireland) Limited Bralorne International Inc. Crown Caterers Inc. Engineered Oil Controls Ltd. Oilfield Spiralers, Inc. OMSCO Industries, Inc.

^{*}Member, Executive Committee

	1975		1974		1973		1972		1971
Gross Revenue	\$33,147,459	\$23	3,437,731	\$18	3,841,523	\$1	7,222,597	\$-	1,515,278
Cash Flow from Operations	\$ 4,351,555	\$ 2	2,316,411	\$	1,487,872	\$	1,328,282	\$	255,236
Per Share	85.9¢		45.7¢		29.9¢		27.4¢		5.3¢
Income Before									
Extraordinary Items	\$ 2,097,396	\$	937,732	\$	532,279	\$	639,103	\$	151,425
Per Share	41.4¢		18.5¢		10.7¢		13.2¢		3.1¢
Net Income including									
Extraordinary Items	\$ 1,102,938	\$	937,732	\$ 2	2,261,612	\$	639,103	\$	151,425
Per Share	21.8¢		18.5¢		45.5¢		13.2¢		3.1¢

SHAREHOLDER INFORMATION

Shares Authorized:

10,000,000 common shares without par value

Shares Issued:

5,066,710 at December 31, 1975

		Approximate		
		Number	Percent	
Shareholder Domiciles:	Canada	2,500	38	
	United States	4,000	61	
")	Other	100	1	
		6,600		
Transfer Agent and Registrar:	The Royal Trust Company,			

Vancouver, Toronto and Montreal

Co-Transfer Agent:

The First Jersey National Bank,

Jersey City, New Jersey, U.S.A.

Listings:

Montreal, Toronto and Vancouver Stock Exchanges

(Symbol "BR")

NASDAQ (National Association of Securities Dealers Automated

Quotations)

(Symbol "BRALF")

Trading Records:	Volume	High	Low	Close
Toronto Stock Exchange				
1971	263,400	2.75	1.10	1.80
1972	557,900	2.90	1.80	2.60
1973	697,700	3.15	1.25	1.60
1974	612,500	2.60	.95	1.46
1975	499,300	2.60	1.17	1.90
1976 (to February 27th)	159,900	2.70	1.91	2.59
NASDAQ				
1975 4 months — September - December	96,500	2.00	1-13/16	1-15/16
1976 (to February 27th)	169,900	2-9/16	1-13/16	2-9/16

